



JAIPUR METRO

**JAIPUR METRO RAIL
CORPORATION LTD.**

**REQUEST FOR PROPOSAL
FOR
SECRETARIAL AUDIT**

Admin Building, Metro Depot, Bhriugu
Path, Mansarovar, Jaipur - 302020

Tel. :- 0141-2822210, 2822211

E-mail: cs@jaipurmetrorail.in

Website: www.jaipurmetrorail.in



Jaipur Metro Rail Corporation Ltd.

Registered Office: Admin Building, Metro Depot, Bhrgu Path, Mansarovar, Jaipur - 302020

CIN: U60221RJ2010SGC030630

Tel.: 0141-2822210; Fax: 0141- 2822211

Website: www.jaipurmetrorail.in; email: df@jaipurmetrorail.in

JAIPUR METRO



F.2(42)(7)/JMRC/DF/CS/Secretarial Auditor/2022-23/874

Dated: 07.03.2024

M/s. Deepak Arora & Associates
Company Secretaries
23Ka4, Jyoti Nagar, Near Vidhan Sabha,
LalKothi, Jaipur-302005, Rajasthan


Sub: Request for Proposal for Secretarial Audit for financial year 2023-24 under single source method

Sir,

Request for proposal is being invited under Rule-17 of RTPPR under single source method for selection of Secretarial Auditor of Jaipur Metro Rail Corporation Ltd for the financial year 2023-24. Terms of reference (ToR) for the same are enclosed herewith for your reference.

You are requested to submit your financial proposals by 11:30 AM on 11th March, 2024 to Director (Finance), Jaipur Metro Rail Corporation Ltd, Jaipur.

For Jaipur Metro Rail Corporation Ltd


(K K Sharma)
General Manager (Finance)
+91 141 2822213

**TERMS OF REFERENCE
FOR
SECRETARIAL AUDIT WORK
FOR JAIPUR METRO RAIL CORPORATION LTD.**

1. Background & Objectives:

Jaipur Metro Rail Corporation limited is a Government Company incorporated under the Companies Act, 1956 and having its registered office at Admin Building, Metro Depot, Bhriugu Path, Mansarovar, Jaipur - 302020. Company is especially set up by the Government of Rajasthan for execution of the Jaipur Metro Rail project work. The Phase-1A & Phase 1B i.e. from Mansarovar to Chandpole and Chandpole to Badi Chaupar is complete and its commercial operations commenced from 3rd June, 2015 and 23rd September, 2020 respectively..

As per the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, secretarial audit is mandatory for every listed company, every public company having a paid-up share capital of Rupees Fifty Crore or more; or having a turnover of Rupees Two Hundred Fifty Crore or more. Since the paid up capital of the Company is Rupees Two Thousand One Hundred Forty Eight Crore and Sixty Four Lakh, this Section is applicable on JMRC. The secretarial audit report of the Company has to be annexed with the Board's Report of the Company and the Directors, in their report, have to explain in full any qualification or observation or other remarks made in the secretarial audit report.

2. Broad Outline:

- 1) To check & report on various compliances.
- 2) To point out non-compliances and inadequate compliances.
- 3) To protect the interest of the customers, employees, society, etc.
- 4) To avoid any unwarranted legal actions by law enforcing agencies and other persons as well.
- 5) To express an opinion, after satisfying himself, that there exist adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 6) To verify whether diverse requirements under applicable laws have been complied with.



General Manager (Finance)
Jaipur Metro Rail Corporation Ltd.
JAIPUR

3. Scope (Acts/ areas to be covered):

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder (including the provisions of the Companies Act, 1956 and the Rules made thereunder, as far as applicable).
- 2) Secretarial Standards issued by the ICSI, divided in two parts: Compulsory and Recommendatory provisions.
- 3) Other major Acts, Regulations and Laws:
 - a. The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder.
 - b. The Depository Act, 1996 and the Regulations and Bye-laws made thereunder.
 - c. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (where applicable).
 - d. The regulations and guidelines made under the Securities and Exchange Board of India Act, 1992 (where applicable).
 - e. Competition laws.
 - f. Environmental laws.
 - g. Corporate and Economic laws.
 - h. Commercial & Fiscal Laws.
 - i. Labour Laws.
 - j. Applicable State laws.
 - k. Compliance of other laws applicable specifically to the Company.
 - l. Examination and verification of Securities Laws as per listing agreements (if applicable).
- 4) Adherence to Board process and compliance mechanism:
 - a. Instances of non-compliance during the defined audit period, in relation to the statutes, rules, regulations, etc. applicable to the Company, continuing non-compliance, if any, and the reasons therefore.
 - b. Significant litigation(s) initiated by the Company or filed against the Company with brief details of the cases.
 - c. Board structure –
 - Composition of the Board.
 - Is there a stated process to ascertain the suitability of directors?
 - Is there a stated process in place for succession planning?
 - Deficiencies in the Board systems and processes:
 - In convening meetings.
 - In the circulation of agenda (whether the agenda is made available to the Board along with supporting papers/ presentations sufficiently in advance of the meetings).
 - In conducting the meetings (frequency and length).

- In the decision making process of the Board.
 - Adequacy and integrity of minutes recorded.
 - In the functioning of Board constituted Committees.
- d. The existence and adequacy of internal control systems, procedures and processes, commensurate with the size of the Company and the nature of its business, for ensuring compliance with laws applicable to the Company.
 - e. Any material event(s) that have happened, after the end of the financial year but before the date of the report, having a significant impact on any of the above reported items.
 - f. Whether any event occurred or action was taken in the Company which may have bearing on the Compliances under various laws, regulations, guidelines and standards, etc.

*If the secretarial auditor is unable to express an opinion on any matter, he should mention that he is unable to express an opinion on that matter and give the reasons therefore.

4. Periodicity:

The Secretarial Auditor will submit the soft and hard copies of yearly report on the entire scope as mentioned above in point no. 3 on the compliances under the Companies Act, 2013 and the Rules made thereunder (including the provisions of the Companies Act, 1956 and the Rules made thereunder, as far as applicable) and the Secretarial Standards issued by the ICSI. Adverse findings, if any, be communicated to the Board for corrective action. The yearly report, for being attached to the Directors' Report of the Company, be submitted within two months from the date of appointment.

5. Methodology:

The secretarial auditor shall adopt such methodology as appropriate so as to give a true and fair view in the secretarial audit report and achieve the objectives mentioned above.

6. Terms of payment:

Payment will be made after conducting secretarial audit and submission of Secretarial Audit Report in required formats subject to deduction of taxes, if any.

The Corporation may, by written notice of suspension, suspend/ forfeit all payment if the Consultant fails to perform any of obligations assigned to him.



7. Other terms and conditions

- The proposal shall be valid for a minimum period of ninety (90) days from the last date for submission.
- Kindly note that JMRC is entitled to amend any RFP conditions, validity period, specifications, or extend the closing date and/or time of RFP before the last date for submission of proposal.
- JMRC reserves the right to verify any information contained in a proposal.
- JMRC reserves the right not to accept the proposal without assigning any reason thereof.

8. TIME PERIOD OF ASSIGNMENT

- The assignment shall be for one financial year, 2023-24 only.

The Respondent hereby offers to render all of the services described in the attached Documents to JMRC on the terms and conditions stipulated in this RFP documents. This proposal and its acceptance shall be subject to the compliance of terms and conditions contained in this RFP document. Proposal submitted by firms must be signed by a person or persons duly authorized thereto.

Accepted

**Authorized signatory
Name and title of the signatory
Name of the firm and address
(With Stamp)**



General Manager (Finance)
Jaipur Metro Rail Corporation Ltd.
JAIPUR

Annexure-A

Form for price bid for providing the services of Secretarial Auditors of Jaipur Metro Rail Corporation Ltd., Jaipur

Chairman & Managing Director,
Jaipur Metro Rail Corporation Ltd.,
Jaipur

Sub:- Proposal for Secretarial Auditor.

Sir,

We, the undersigned, offer to provide the service for Secretarial Auditor in accordance with the request for proposal dated _____ and our Resume. Our financial proposal is attached herewith.

This proposal shall be binding upon us up to one year from the date of submission of proposal. We shall abide by the terms & conditions mentioned in this bid.

We understand you are not bound to accept any proposal you receive.

Yours sincerely,

Authorized signatory
Name and title of the signatory,
Name of the firm and address
(With Stamp)



General Manager (Finance)
Jaipur Metro Rail Corporation Ltd.
JAIPUR

("Financial bid for Secretarial Audit.")

Format-B
Financial Bid

Sr. No.	Description of Service	Audit Fees	
		Rs. (In figures)	(Rs. in words)
(a)	Total fees for providing services for Secretarial Audit work at Jaipur Metro Rail Corporation as per scope of work complete to the satisfaction of client inclusive all expenses but exclusive GST (as per prevailing rates).		
(b)	Add:- GST as per prevailing rates		
(c)	Total Secretarial Audit fee including GST as per prevailing rates (a) + (b)		

Note : GST shall be paid as per prevailing rates.

Authorized signatory
(With Stamp)



General Manager (Finance)
Jaipur Metro Rail Corporation Ltd.
JAIPUR

Format-C
Undertaking
(On behalf of firm)

I, _____ partner of M/s. _____ Company Secretaries do hereby verify and declare

- i. That the particulars given by me/ us are complete and correct and that if any of the statement made or the information so furnished in the application from is later found not correct or false or there has been suppression of material information, the firm would not only stand disqualified from allotment but would be liable for disciplinary action under the Company Secretaries Act, 1980 and the regulation framed there under:
- ii. That the firm or partners have not been debarred or cautioned by ICSI during the last three years, (if debarred, give details);
- iii. That individually we are not engaged in practice otherwise or in any other activity which would be deemed to be in practice under Section 2 (2) of The Company Secretaries Act 1980;
- iv. That the constitution of the firm as on 1st January of the relevant year shown in the resume is same as that in the constitution certificate issued by the ICSI:-

S. No.	Name of partners	Membership Registration no.	PAN No.	Date of payment of the fees for the relevant year _____ A/B*

*A For membership

B For issue of certificate of practice

Place:

Date:

(Signature of partner and Seal of the Firm)

